

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

SCANSOFT, INC.,

Plaintiff

v.

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR,

Defendants

C.A. No. 04-10353-PBS

DECLARATION OF M. BRAD LAWRENCE

I, M. Brad Lawrence, declare as follows.

1. I am an attorney at the firm of Bromberg & Sunstein LLP, 125 Summer Street, Boston, MA 02110. I represent ScanSoft, Inc. in the above-captioned matter.

2. I am ScanSoft's designated counsel that is allowed to view "first year source code" pursuant to the Neutral Expert Procedure in this case.

3. On January 27, 2006, I received a laptop from VST containing what VST described as "first year source code data." **Exhibit 1**, January 27, 2006 letter from Wendy S. Plotkin, Esq.

4. I booted up the laptop and was presented with a blank "desktop" that has a home folder. I opened the home folder and it contained folders that referenced 3 of the 4 individually named defendants in this case: Roberth S. Roth, Jonathan P. Yamron, and Manfred G. Grabherr. Laurence Gillick did not have a folder.

5. I then opened the folder assigned to Robert Roth and had to go down many directory levels before I found any documents at all. That is, most folders do not include any documents. The same was true for folders assigned to the other individual defendants.

6. I also examined folders that appear to contain source code files. For each individual this is contained in a "src" or "source" directory.

7. When I read the headers for each file, I found that all of the files were created or "owned" by one of the individual defendants. In addition, I discovered that none of the code appeared to have a date later than 2002. It seems unreasonable that there is no source code written solely by other VST personnel. Presumably, the individual defendants supervised or directed others to write code.

8. There are several files listed in the "include" commands at the beginning of source code documents that are not on this computer. For instance, the files "stdlib.h", "vstfile.h", and "vstverb.h" are the subject of include commands in many source code files but are not on this computer.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT. EXECUTED ON FEBRUARY 14, 2006.

/s/ M. Brad Lawrence
M. Brad Lawrence

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EXHIBIT 1

CHOATE

CHOATE HALL & STEWART LLP

Wendy S. Plotkin
(617) 248-5047
wplotkin@choate.com

January 27, 2006

BY HAND

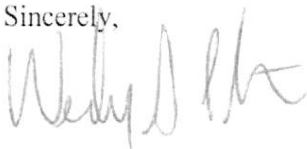
M. Brad Lawrence
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110

RE: *ScanSoft, Inc.(Nuance) v. Voice Signal Technologies, Inc., et al.*
Civil Action No. 04-10353 (PBS)

Dear Attorney Lawrence:

Pursuant to the Court's January 20, 2006 Order in the above-referenced action, enclosed please find a laptop computer containing "first year" source code data. This information is being produced to you pursuant to the terms of the Court's December 29 and January 20 Orders, and pursuant to the terms of your January 27, 2006 Certification. Please give me a call if you have any questions.

Sincerely,



Wendy S. Plotkin

Enclosures

cc: Robert S. Frank, Jr.
Sarah Chapin Columbia
Paul D. Popeo
Richard C. Abati